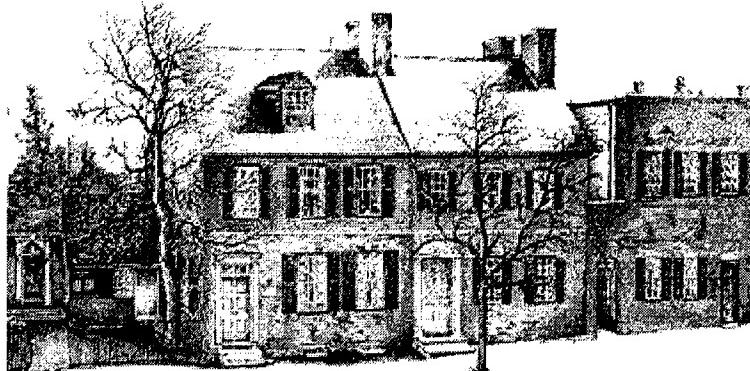


Exhibit F



PRICKETT, JONES & ELLIOTT, P. A.

A PROFESSIONAL ASSOCIATION

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"For over a century, this Delaware firm has sought to provide quality legal service to clients, to the Courts and to the community. In this connection, we conscientiously attempt to change and improve our approach to meet the evolving needs of clients' changing problems and the changes in both state and federal law." - William Prickett

Prickett, Jones & Elliott was originally founded in 1888 by William S. Prickett, later a Delaware judge, followed by his son, William Prickett, Sr., essentially a sole practitioner. He was later joined by his son, William Prickett, Jr. At the time William Prickett, Jr. joined the firm, the law had become specialized. In part as a consequence, the firm grew to its present size with members of the firm developing particularized areas of practice.

The firm is based in Wilmington, Delaware with offices in Dover, Delaware. We are committed to assisting our clients by providing practical solutions to legal problems, consistent with the highest standards of professional and ethical conduct.

To operate productively and profitably in today's global economic environment, individuals and businesses require prompt, cost-effective and value-added service to solve often difficult and complex legal problems. We recognize that identifying and obtaining effective legal counsel is one of the most crucial decisions a client must make.

It is critically important for us and our clients to establish and maintain close working relationships and to agree on interim and long-term goals. We are known for being accessible to our clients and are responsive to their immediate needs. We are confident that we provide the highest quality service at a reasonable fee, enabling us to achieve a high rate of client retention.

We strive to make a positive difference to the business and legal communities we serve. We have been involved in landmark cases where the creativity of our lawyers resulted in decisions that set precedents not only in Delaware, but throughout the United States.

PRICKETT, JONES & ELLIOTT

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We contribute to the formulation of key legislation, to drafting amendments to existing law and in making these recommendations to the Delaware Legislature. We recognize the value of giving back to the community. Members of the firm donate their talents, time and skills to community involvement and educational institutions.

Our firm places a premium on a strong work ethic. Like many of our clients, we have adopted a performance-based compensation system. Our principles, policies and our client-oriented philosophy are the major factors that explain the longevity of the firm and the strong bonds among the members of the firm and the staff.

Our depth of experience makes Prickett, Jones unique. Our mentoring process helps associates become partners. Our clients directly benefit from the training and experience our attorneys have to conclude matters expeditiously and economically. We avoid repetition in time-consuming training and additional reviews of materials that other firms with higher turnover sometimes experience and charge back to clients.

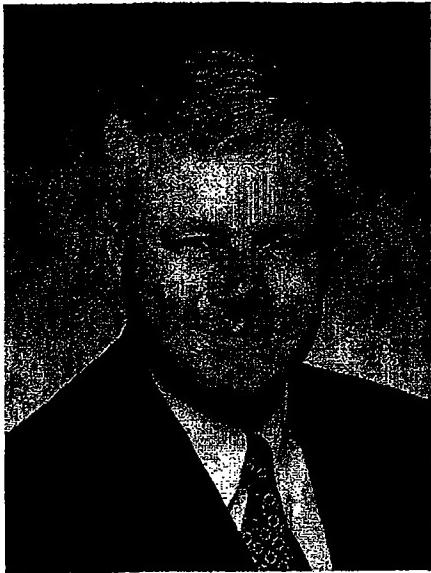
The caliber of our legal professionals is demonstrated in many ways:

- Our peers and the judiciary regard us as leaders, and the judiciary consistently confers with us on strategies to improve the Delaware court system.
- Our partners occupy key leadership posts in drafting amendments to the Delaware General Corporation Law and the law governing alternative business entities.
- Former members of the firm serve or have served on the Delaware Supreme Court, the Court of Chancery , the Superior Court, and the Family Court.
- The current Chief Justice of the Delaware Supreme Court is our former partner.
- Several of our partners have been president of the Delaware Bar Association and have chaired committees of the American Bar Association.
- Several partners have acted as counsel to the Delaware Legislature.
- Prickett, Jones attorneys regularly lecture on Delaware issues before multi-state and national law and business forums.

Fortune 1000 companies, emerging businesses and individuals seek our counsel and advice. We also represent major national and international law firms, and assist their clients by serving as special Delaware counsel on general litigation, Delaware corporate, partnership, business trust and limited liability company law matters. We also represent state and local governments and governmental agencies, trade associations and nonprofit organizations.

Unlike lawyers in many other firms, Prickett, Jones attorneys are in the courts of Delaware every day. The Delaware courts and agencies we regularly practice before include the Court of Chancery, the U.S. Bankruptcy Court for the District of Delaware, Superior Court, Justice of the Peace Court, Magistrate Court, Court of Common Pleas, Family Court, and the Federal District Court for Delaware. We regularly appear before the appellate courts that oversee Delaware litigation, including the Delaware Supreme Court and the Third Circuit Court of Appeals. In addition, several of our attorneys are admitted to practice before the U.S. Supreme Court.

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JAMES L. HOLZMAN practices in the areas of Delaware corporation law and transactions, and litigation involving Delaware corporation law, securities law and other business law matters. He regularly advises inside counsel of Delaware corporations respecting corporate transactions, corporate litigation and other disputes, and related matters. He has appeared as defense counsel in many corporate cases in his more than 30 year legal career. Mr. Holzman is listed in The Best Lawyers in America (Woodward/White), Corporate, Mergers & Acquisitions, and Securities Law.

Mr. Holzman is admitted to practice in Delaware, Florida and several federal trial courts and courts of appeal, including the United States Supreme Court. He served as Chair of the Business and Corporate Litigation Committee of the American Bar Association Section of Business Law. He is a member of the Council of the ABA Section of Business Law and chairs both the Finance Committee and the Revenue Committee. He has been selected to represent the Section in a number of other leadership posts. He was named to represent the Section of Business Law as

liaison to the ABA Task Force in Attorney-Client Privilege. He was recently appointed co-chair of the Judges' Initiative Committee. He is also a member of the Task Force on Litigation Reform and Rules Revision. He has appeared as a chair or panelist on corporation law issues in ABA and Delaware Bar seminars. He is the author of "Review of Developments in Corporation Law", published annually. A former managing partner of the Firm, he is also a member of the Federal Regulation of Securities Committee of the Section of Business Law and a member of the Corporate Counsel Committee of the American Bar Association Section of Litigation.

Mr. Holzman is a long-time member of the Council of the Corporation Law Section of the Delaware State Bar Association, the Bar group responsible for initiating amendments to The Delaware General Corporation Law. He chaired the Council Committee that developed technology amendments to the Delaware General Corporation Law. He most recently chaired a corporate governance review task force for the Council. He is a co-author of "A New Technology Frontier for Delaware Corporations", 4 Del.L.Rev. 1 (2001). He is also a member of the Florida Bar and the Association of the Bar of the City of New York. He is a 15 year member of the Board of Trustees of Tower Hill School and served as President or Vice President of the Board for seven years. He was educated at Stetson University (B.A. 1970) and the University of Florida (J.D. 1972).